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Attorneys for Plaintiff in Related Case COLONIAL STOCK TRANSFER COMPANY, INC.

UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

CAPITAL GROUP COMMUNICATIONS,
INC., a California corporation,

Plaintiff,

v.

GOTTAPLAY INTERACTIVE, INC., a
Nevada corporation; JOHN P. GORST, an
individual; MARK H. LEVIN, an individual;
and DOES 1-50, inclusive,

Defendants.

AND RELATED ACTION

Case No. C-07-3632-EMC

Related Case No. C-07-4470 EMC

**STIPULATION AND [PROPOSED]
ORDER DISMISSING THE ACTION
WITH PREJUDICE AND RESERVING
JURISDICTION TO ENFORCE
SETTLEMENT PURSUANT TO
CALIFORNIA CODE OF CIVIL
PROCEDURE SECTION 664.6**

1 WHEREAS Plaintiff/Counter-Defendant Capital Group Communications, Inc. and
2 Counter-Defendant Devin J. Bosch, and Defendants/Counter-Claimants Gottaplay Interactive,
3 Inc. and Defendants John P. Gorst and Mark H. Levin, in Case No. C-07-3632 EMC; and Plaintiff
4 Colonial Stock Transfer and Defendants Capital Group Communications, Inc. and Gottaplay
5 Interactive, Inc. in the related action, Case No. C-07-4470 EMC (collectively, the "parties"),
6 entered into the written "Settlement and Mutual General Release Agreement" effective on
7 October 17, 2007 (the "Settlement Agreement") to settle fully and finally any and all disputes
8 between them, including those arising out of the claims and defenses asserted in this action and
9 the related action;

10 WHEREAS the parties agreed to dismiss the above-referenced action and related
11 action with prejudice, including all claims and counterclaims by any party;

12 WHEREAS the parties further agreed to seek an order from this Court by which it
13 will retain continuing and exclusive jurisdiction to adjudicate any disputes arising out of or
14 relating in any way to the interpretation or enforcement of the Settlement Agreement; and

15 WHEREAS the parties further agreed that this Court could resolve any such
16 disputes by noticed motion under California Code of Civil Procedure 664.6;

17 The parties hereby stipulate as follows:

18 1. Cases Nos. C-07-3632 EMC and C-07-4470 EMC are dismissed with
19 prejudice;

20 2. The Court expressly retains continuing and exclusive jurisdiction to
21 adjudicate any disputes arising out of or relating in any way to the interpretation or enforcement
22 of the Settlement Agreement;

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1 3. The parties may apply to the Court by noticed motion under California
2 Code of Civil Procedure 664.6 to adjudicate any disputes arising out of or relating in any way to
3 the interpretation or enforcement of the Settlement Agreement.

4 4. The Clerk of the Court shall return Stock Certificate No. 1064, which was
5 interpleaded into the Court's registry in the related action, Case No. C-07-4470, to Colonial Stock
6 Transfer.

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9 Dated: October 17, 2007

JOHN R. MAYER, APLC

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11 By: /s/

John R. Mayer
Attorneys for Defendant/Counter-Claimant
GOTTAPLAY INTERACTIVE, INC., and
Defendants JOHN P. GORST and MARK H.
LEVIN

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14 Dated: October 17, 2007

STEIN & LUBIN LLP

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16 By: /s/

Michael F. Donner
Attorneys for Plaintiff/Counter-Defendant
CAPITAL GROUP COMMUNICATIONS, INC.
and Counter-Defendant DEVIN J. BOSCH

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19 Dated: October 17, 2007

JAMES M. BARRETT

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21 By: /s/

James M. Barrett
Attorneys for Plaintiff in Related Case
COLONIAL STOCK TRANSFER COMPANY,
INC.

ORDER

IT IS HEREBY ORDERED that the foregoing Stipulation is approved in its entirety and that:

1. Cases Nos. C-07-3632 EMC and C-07-4470 EMC are DISMISSED WITH PREJUDICE.

2. The Court expressly retains continuing and exclusive jurisdiction over Cases Nos. C-07-3632 EMC and C-07-4470 EMC after their dismissals to adjudicate any disputes arising out of or relating in any way to the interpretation or enforcement of the parties' October 17, 2007 written "Settlement and Mutual General Release Agreement" (the "Settlement Agreement"). The Court incorporates the terms of the Settlement Agreement into this Order.

3. The parties may apply to the Court by noticed motion under California Code of Civil Procedure 664.6 to adjudicate any disputes arising out of or relating in any way to the interpretation or enforcement of the Settlement Agreement. Any ruling rendered by the Court in connection with such a proceeding can be converted by the Court into a final judgment.

4. The Clerk of the Court shall return Stock Certificate No. 1064, which was interpleaded into the Court's registry in the related action, Case No. C-07-4470, to Colonial Stock Transfer.

IT IS SO ORDERED.

Dated: October 22, 2007

